

EVIDENCE OF TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, District of Delaware

AUSTIN QUALITY FOODS, INC., *an indirect subsidiary of KELLOGG COMPANY*, with an address at One Kellogg Square, P.O. Box 3599, Battle Creek, MI 49016-3599 ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of an Assignment of Claim Agreement dated as of the date hereof, does hereby certify that he has unconditionally and irrevocably sold, transferred and assigned to AVENUE TC FUND, L.P., its successors and assigns, with offices at 399 Park Avenue, 6th Floor, New York, New York 10022, ("Buyer"), all of Seller's rights, title and interest in and to the allowed general unsecured claim (the "Claim") of Seller in the aggregate amount of \$2,558,000.00 against W.R. GRACE & CO., et al., ("Debtor"), a debtor-in-possession in bankruptcy proceedings filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), Case No. 01-01139 (JKP) (jointly administered) (the "Case"), in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), Claim Number 13652.

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Evidence of Transfer of Claim as an unconditional assignment and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

IN WITNESS WHEREOF, dated the ____ day of February, 2012.

AUSTIN QUALITY FOODS, INC.,
an indirect subsidiary of KELLOGG COMPANY

aff

By:

Gary Dilnick

Executive Vice President and Secretary

AVENUE TC FUND, L.P.

By: Avenue TC GenPar, LLC,
its General Partner

By: GL TC Partners, LLC,
its Managing Member

By:

Name: Sonia B. Gardner

Title: Member